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620 Eighth Avenue
New York, New York 10018
212-841-1000
Michael B. Hopkins
Susan Power Johnston
Martin E. Beeler

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>	:
	:
	:
Debtors.	:
	:
-----X	

Chapter 11
Case No. 08-13555 (JMP)
(Jointly Administered)

**RESPONSE OF WILMINGTON TRUST COMPANY, AS INDENTURE
TRUSTEE, TO UPDATED OBJECTION OF WILLIAM KUNTZ, III**

TO: THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Wilmington Trust Company ("Wilmington Trust"), as indenture trustee under the Indenture, dated as of September 1, 1987 (as amended, supplemented, or modified, the "Senior Indenture"), between Lehman Brothers Holdings Inc. (f/k/a Shearson Lehman Brothers Holdings Inc.) ("LBHI") and Wilmington Trust (as successor trustee to Citibank, N.A.), by and through its undersigned counsel, submits this response to the Updated Objection of William Kuntz, III (the "Kuntz Objection") [Docket No. 11349].

1. In footnote 4 of the Kuntz Objection Mr. Kuntz made some unfounded, misleading and irresponsible allegations about Wilmington Trust's conduct with respect to the global proof of claim Wilmington Trust filed (the "WTC Global Proof of Claim") on behalf of itself and the holders (the "Noteholders") of the securities issued under the Senior Indenture (the

“Senior Notes”) and the omnibus objections to claims that are duplicative of the WTC Global Proof of Claim. Wilmington Trust files this response to ensure that Noteholders are not confused by Mr. Kuntz’s misrepresentations.

2. Wilmington Trust took all appropriate actions to ensure the Noteholders knew that it would file the WTC Global Proof of Claim on their behalf, and that they did not need to file individual claims. Wilmington Trust sent notices to the Noteholders on October 15, 2008, February 27, 2009, and May 28, 2009 (collectively, the “Notices”). The Notices each informed the Noteholders that Wilmington Trust was the Indenture Trustee under the Senior Indenture. They also advised the Noteholders that Wilmington Trust would file a global proof of claim on behalf of all Noteholders. Each of the Notices provided:

Pursuant to Section 504 of the Indenture, the Trustee intends to file a global proof(s) of claim on behalf of all Holders on or before the deadline set for filing proofs of claim in the bankruptcy case. *Holders are advised that the Trustee’s global proof(s) of claim will include amounts due under the Senior Securities only.* The Trustee is unable to provide legal advice to Holders regarding the filing of proofs of claim or other matters relating to the bankruptcy case. The Trustee recommends Holders consult their own legal counsel in this regard.

Copies of the Notices are attached as Exhibit A.

3. Finally, and significantly, the Notices also provided the Noteholders with the full contact information of representatives at Wilmington Trust and its counsel, of whom Noteholders could make inquiries about any issues pertaining to the Senior Indenture, Wilmington Trust’s role in the Lehman bankruptcy cases, the WTC Global Proof of Claim or the Senior Notes. From the very beginning of these chapter 11 cases, Wilmington Trust and its counsel have spoken to hundreds of Noteholders about many issues, including the role of the

trustee and the WTC Global Proof of Claim. Any Noteholder is free at any time to ask any questions of Wilmington Trust.¹

4. The Bar Date Order and the Notice of Deadlines for Filing Proofs of Claim (the “Bar Date Notice”)² expressly provided that Wilmington Trust would file a global proof of claim on behalf of the Noteholders. Before the Bar Date Notice was finalized and approved by the Court, Wilmington Trust reviewed and provided comments to the Master List of Securities to make certain that all securities issued under the Senior Indenture were identified by the proper CUSIP number. Wilmington Trust also worked with the Debtors to ensure that the Bar Date Notice adequately informed the Noteholders that Wilmington Trust would file a global proof of claim on their behalf. The Bar Date Notice notified the Noteholders that they did not need to file individual proofs of claim:

2. WHO NEED NOT FILE A PROOF OF CLAIM

You need not file a Proof of Claim if:

(8) You hold a security listed on the Master List of Securities available on the Debtors’ website <http://www.lehman-docket.com> (the “Master List of Securities”) due to the fact that the indenture trustee for such securities will file a global proof of claim on behalf of all holders of securities issued thereunder; (Wilmington Trust Company, US Bank National Association, and the indenture trustee for each of the other securities included on the Master List of Securities, each will file a global proof(s) of claim on behalf of all holders of securities for which it is identified as Indenture Trustee on the Master List of Securities); provided, however, that security holders who wish to assert claims against the Debtors arising out of or relating to the sale, issuance, or distribution of a security, must file Proofs of Claim on or before the Bar Date, unless another exception identified herein applies;

Bar Date Notice at § 2(8).

¹ Mr. Kuntz is not a Noteholder, and according to the objection the debtors have filed to his proofs of claim, he is not even a creditor of the estates. [Docket No. 11351].

² Order Pursuant to Section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Proofs of Claim, Approving the Form and Manner of Notice Thereof and Approving the Proof of Claim Form, dated July 2, 2009. [Docket No. 4271].

5. On September 2, 2009, Wilmington Trust filed the WTC Global Proof of Claim (Claim No. 10082), pursuant to the terms of the Senior Indenture, which explicitly authorizes the indenture trustee to file such a claim, pursuant to the Bar Date Order and Notice, and in accordance with Federal Rule of Bankruptcy Procedure 3003(c)(5). *See* Senior Indenture § 504.³

6. Many Noteholders disregarded the clear language of the Bar Order, and the Notices Wilmington Trust provided to the Noteholders and filed individual claims. It should not have come as a surprise to anyone when the Debtors filed the omnibus objections to claims that duplicated the WTC Global Proof of Claim. The Noteholders who ignored the WTC Global Proof of Claim are solely responsible for any added costs the estates incurred in prosecuting the omnibus claims objection.

Dated: New York, New York
September 17, 2010

COVINGTON & BURLING LLP

By: /s/ Michael B. Hopkins
Michael B. Hopkins
Susan Power Johnston
Amanda Raboy
The New York Times Building
620 Eighth Avenue
New York, New York 10018
Telephone No. (212) 841-1000
Facsimile No. (212) 841-1010

Attorneys for Wilmington Trust Company,
as Indenture Trustee

³ A true and correct copy of Section 504 of the Senior Indenture is attached as Exhibit B.

Exhibit A



**NOTICE OF EVENT OF DEFAULT
TO HOLDERS OF SENIOR SECURITIES
OF LEHMAN BROTHERS HOLDINGS INC. ISSUED UNDER
INDENTURE DATED AS OF SEPTEMBER 1, 1987
(SEE ATTACHED LIST OF CUSIP NOS.)**

Wilmington Trust Company (the "Trustee") serves as successor trustee under that certain Indenture dated as of September 1, 1987, as amended, supplemented or modified (the "Indenture"), between Lehman Brothers Holdings Inc. (formally known as Shearson Lehman Brothers Holdings Inc.) (the "Company") and the Trustee pursuant to which the above-referenced senior securities (the "Senior Securities") were issued and are outstanding. Capitalized terms used in this Notice have the meanings ascribed to such terms in the Indenture.

On September 15, 2008, the Company filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York as Case No. 08-13555 (JMP). The bankruptcy filing constitutes an Event of Default under Section 501(6) of the Indenture.

The Trustee has retained Michael B. Hopkins, Esq. and the law firm of Covington & Burling LLP to represent it in the bankruptcy case. The Trustee is a member of the official committee of unsecured creditors (the "Committee") in the bankruptcy case. The Committee has established a website for unsecured creditors at www.lehmancreditors.com. The Trustee recommends holders of the Senior Securities (the "Holders") monitor the website for information regarding the bankruptcy case.

Pursuant to Section 504 of the Indenture, the Trustee intends to file a global proof(s) of claim on behalf of all Holders on or before the deadline set for filing proofs of claim in the bankruptcy case. *Holders are advised that the Trustee's global proof(s) of claim will include amounts due under the Senior Securities only.* The Trustee is unable to provide legal advice to Holders regarding the filing of proofs of claim or other matters relating to the bankruptcy case. The Trustee recommends Holders consult their own legal counsel in this regard.

Enclosed for Holders' information is a copy of correspondence from legal counsel to an informal group of certain unaffiliated holders of notes issued by the Company ("Informal Noteholder Group"). All inquiries regarding the Informal Noteholder Group should be directed to its legal counsel as described in the correspondence.

Inquiries regarding the Senior Securities may be directed to the Trustee by telephone to 302.636.4185 or in writing to:

Wilmington Trust FSB
Attn: Julie J. Becker
50 South Sixth Street, Suite 1290
Minneapolis, Minnesota 55402-1544

Holders may complete the enclosed form and return it to the Trustee to be included on a matrix to receive future notices from the Trustee.

This Notice is provided for informational purposes only. The Trustee gives no legal, financial or tax advice regarding the Senior Securities or the matters described herein. Holders should consult with their own professionals regarding the Senior Securities and the bankruptcy case.

Dated: October 15, 2008

WILMINGTON TRUST COMPANY,
as Indenture Trustee

TRUSTEE'S MAILING MATRIX

LEHMAN BROTHERS HOLDINGS INC.
SENIOR SECURITIES ISSUED UNDER
INDENTURE DATED AS OF SEPTEMBER 1, 1987

Name of Holder: _____

Address: _____

Telephone Number: _____

Email Address: _____

Amount and Nature of Holdings (including CUSIP Nos.): _____

The undersigned hereby certifies that it is a holder of Senior Securities under the Indenture dated as of September 1, 1987 as set forth above.

Dated: _____

Authorized Signer

Please return completed form to Wilmington Trust FSB, Attn: Julie J. Becker, 50 South Sixth Street, Suite 1290, Minneapolis, Minnesota 55402-1544

Wilmington Trust Company: Lehman Brothers Holdings Inc.
CUSIPs

Lehman LTD Outstandings as of 09/15/2008*	524935DD2	524935EF6	52522L566	524908WU0	52522L129
524908XL9	524935CU5	52522L822	52522L574	52523J206	52522L137
524908VN7	524935DF7	524908PH7	52522L582	52523J230	52522L145
5249087A2	524935DE0	524935EN9	52523J297	524908VW6	524908NY2
52522L251	524935DQ3	524908PL8	52523J305	524908JE1	52522L426
524908JC5	524935DT7	524908S27	524935EL3	524908XD7	524908PA2
524908LK4	524935DP5	524908PM6	524935EM1	524908NLO	5249085D8
524908L73	524935DR1	52522L236	52523J115	524908B66	52523J131
524935CV3	524908NZ9	524908LV0	52523J149	52520WAZ4	524908SH4
524908N30	524935BV4	U5250MFR0	524908MB3	524908HW3	524908UL2
524908N48	524935BX0	52520W549	52522L798	524909BD9	524908AA8
524935AJ2	524935BY8	52522L327	52522L806	U5250MES9	524908BF6
524908NV8	524908R69	52522L335	52522L814	524908HX1	524908NX4
5249087C8	5249083B4	52522L319	52522L871	U52519AC6	52522L756
5249087K0	5249083S7	52522L301	52522L830	524909BE7	52522L731
5249087E4	5249083W8	52522L293	52522L848	52520W358	52522L749
524935CL5	524935EA7	52522L384	524908TY6	524908K25	
524935CN1	524935EB5	524935BF9	52520W341	524908J92	
524935CK7	524935DW0	52522L418	52523J156	524908NC0	
524935CP6	524935DX8	52523J222	524908CF5	524908SJ0	
524935CQ4	524935DY6	52523J172	524908JK7	524908CM0	
5249087D6	524935BN2	52520W440	524908MG2	524908UZ1	
52520WAM3	524935BR3	52522L459	52520W333	524908VB3	
524935AK9	524935BE2	52522L392	524908MR8	52522L244	
524935AV5	524935CA9	52522L376	524935129	52522L350	
5249086T2	524935CH4	524935CJ0	52523J263	5249083M0	
524935CW1	524908R77	524935CE1	52520W325	524908WS5	
524935CX9	524935DA8	52520WAD3	524908MV9	52522L533	
524935CY7	524935CR2	52523J248	5249086U9	524908UK4	
5249083H1	524935CT8	52523J255	5249086W5	5249085Y2	
524908X21	524935CZ4	52520W390	52522L632	524908WK2	
524935AX1	524935CM3	52522L483	52523J412	52522L475	
524935AW3	524908X54	52522L491	524908VE7	52520W283	
524908ET3	52522L558	524935DB6	524908MY3	52522L186	
524935AY9	524935DN0	52522L525	5249086M7	52522L889	
524935AZ6	524935DK6	524935DC4	52523J420	524908MP2	
52520WDF5	524908PF1	52522L657	524908VH0	52523J214	
524935DM2	52522L400	52522L673	52520W556	524908UH1	
524908R51	5249084X5	52522L699	52520W564	524908UY4	
524935AT0	5249085R7	52522L723	52523J446	52522L202	
5249087F1	524935DU4	52522L707	52523J438	524908VD9	
524935AP8	524935DV2	52522L715	524908WC0	524908NF3	
524935BG7	524908UP3	524908BQ2	524908FJ4	524908WD8	
524935CS0	5249086V7	524908SQ4	524908WE6	524908WF3	
	52520WDK4	524935ED1	52520W515	52520WAV3	
	5249086N5	524935EE9	524908FN5	52520WBD2	
	524935EC3	52522L772	52523J503	524908NM8	

Wilmington Trust Company: Lehman Brothers Holdings Inc.
CUSIPs

Lehman MTN Outstandings as of 09/15/2008*	52517P3S8	5252M0FF9	5252M0BE6	52517P7B1	5252M0CJ4
52517P7C9	5252M0CN5	5252M0FT9	52517P2M2	52517P6P1	52519FAD3
52517P3R0	52519FCZ2	5252M0BB2	52517PD65	52517P6M8	5252M0BY2
52517P5C1	52517P4K4	5252M0BQ9	52517PD65	52517PXV8	52517P4N8
52517P5D9	52517PK83	5252M0DB0	5252M0FZ5	52517P6X4	52519FAJ0
52517P5E7	52517PK83	52517P2K6	5252M0GS0	52517P5T4	52519FAQ4
52517PC41	52517P4H1	52517P2L4	52517P2V2	52517P5N7	5252M0CX3
52517PC58	52517P5Q0	5252M0ES2	52517PD57	52517PYD7	5252M0DD6
52517P6D8	52517P6Q9	5252M0GE1	52517P6E6	5252M0BH9	52519FAR2
52517PL33	52517P7E5	52517P2W0	5252M0CC9	5252M0GR2	52519FAW1
52517PQ46	52517P6U0	5252M0GB7	5252M0CG0	5252M0BG1	5252M0EV5
52517PQ53	52517PXT3	5252M0GA9	5252M0CR6	52517PR78	5252M0EQ6
52517PQ53	52517PXU0	52517P2Y6	5252M0DL8	52517PR78	5252M0EZ6
52517PQ61	52517P6Y2	52517P3A7	5252M0DA2	52517PSC6	52517PH61
52517P2T7	5252M0AN7	52517P3A7	52517PE98	52517PR60	5252M0FY8
52517P5V9	52517P7H8	52517P3A7	5252M0EP8	5252M0AP2	5252M0FU6
5252M0BP1	52517PN98	5252M0BD8	52517PZE4	5252M0BM8	52517PRF0
52517PE23	52517PP21	52517P3X7	52517P5G2	5252M0BR7	52517PRH6
5252M0DS3	52517P3G4	52517PA35	5252M0EM5	5252M0BU0	52517P6W6
5252M0DT1	5252M0AF4	52517P3T6	82087KAG4	5252M0DF1	52517P6W6
5252M0DT1	5252M0AH0	5252M0GU5	52517PWC1	5252M0BK2	52519FEY3
52517PU74	5252M0FL6	52517P4E8	52517PWJ6	52517PYV1	52517PVV0
5252M0DU8	5252M0AZ0	52517P4E8	52517PWD9	5252M0EE3	52517PWA5
52517P4P3	5252M0AC1	52517P4V0	52517PG96	5252M0EF0	52517PWB3
52517PVU2	5252M0AX5	52517P4Y4	52517PG96	5252M0AE7	52517PWL1
5252M0DY0	5252M0BA4	5252M0DW4	5252M0EX1	5252M0FV4	52517PWT4
52517PW31	5252M0BC0	52517PVC2	5252M0AS6	52517PZW4	52517PWW9
52517PW49	5252M0BF3	52517P4Q1	5252M0AB3	5252M0GG6	52517PRX1
52517PW56	5252M0BN6	52517P4W8	5252M0AD9	52517P3B5	52519FDB4
52517PU41	52517PYN5	52517P5F4	5252M0FN2	52517P3C3	52517P5X5
52517PG21	52517P7K1	52517PR52	5252M0EB9	5252M0CD7	52517PXP1
52517PG39	52517P5Z0	52517PWR8	5252M0GM3	52517P4U2	52517PXQ9
52517PWH0	5252M0BT3	52517P6G1	5252M0GP6	52517P4C2	52517PXR7
5252M0FB8	5252M0BV8	52517P6V8	5252M0GC5	52517P3V1	52519FAG6
5252M0FG7	5252M0DK0	52517P6F3	52517PWX5	5252M0GJ0	52519FAK7
52517P5L1	5252M0CE5	52517P6H9	52517PK59	52517P5J6	52517PYS4
5252M0FJ1	5252M0DH7	52517P3N9	52517PK67	52517P4M0	52517PZJ3
5252M0FR3	52517PU33	52517P5P2	52517PK67	52517PB42	52517PZN4
52517PY70	5252M0CY1	52517P6R7	52517PW64	5252M0DQ7	52517PUF6
5252M0AG2	5252M0CP0	52517P5M9	5252M0GV3	52517P3P4	52517PZX2
52517PWQ0	5252M0DM6	52517PC33	52519FDA6	52517P3W9	52517PUQ2
52517P2Z3	5252M0ER4	52517P7G0	5252M0GW1	52517P6Z9	52517PZY0
52517P3Z2	5252M0ED5	52517P7D7	5252M0GF8	52517P4R9	52517PUR0
52517P4F5	5252M0AL1	52517PY47	5252M0GX9	52517P4R9	52517PUU3
	5252M0EL7	52517PC74	52517PL74	5252M0FE2	52519FBL4
	5252M0FM4	52517PVM0	52517PL58	52519FAB7	52517PA68
	5252M0FS1	5252M0AQ0	52517P7A3	5252M0BZ9	52517PC66

Wilmington Trust Company, Lehman Brothers Holdings Inc.
CUSIPs

52517PUM1	52517PWE7	52517PM24	5252M0BS5	52519FBU4	52519FDP3
52517PD32	52519FDF5	52517PQ87	5252M0BX4	52519FBV2	52519FDQ1
52517PF63	52517PXS5	52517PQ20	5252M0CH8	52517PAE1	52519FDS7
52517PF71	52517PXW6	52517PR29	5252M0CL9	52519FBW0	52519FDU2
52517PF71	52517PXX4	52517PR37	5252M0CM7	52519FBX8	52519FDV0
52517PH53	52517PYE5	52517PT27	52519FFG1	52519FCA7	52519FDW8
52517PRW3	52517PYG0	52517PT92	5252M0DG9	52519FCC3	52519FDX6
52517PJ85	52517PYJ4	52517PU82	5252M0CQ8	52517P2J9	52519FDY4
52517PK91	52517PYH8	52517PV99	5252M0CT2	52519FDT5	52519FDZ1
52517PM81	52519FFC0	52517PW80	5252M0CV7	52517P2S9	52519FEA5
52517PM99	52517PYM7	52517PX89	52519FFJ5	52517PSJ1	52519FEB3
52517PN64	52517PYP0	52517PX48	5252M0CZ8	52517P3Y5	52519FEC1
52517PXZ9	52519FFF3	52517PX55	5252M0DV6	52519FET4	52519FED9
52517PS28	52519FDN8	52517PX63	52519FFH9	52517P5Y3	52519FEE7
52517PS28	52517PYT2	52517PY21	5252M0DZ7	52519FEW7	52519FEF4
52517PS44	52517PYU9	52517PY54	5252M0EA1	52519FEX5	52519FEG2
52517PYR6	52519FAP6	52517PZ61	5252M0EC7	52519FFA4	52519FEK3
52517PYQ8	52519FAS0	52517P2E0	5252M0EH6	5252M0CU9	52519FEL1
52517PT68	52519FDR9	52517PZ53	52519FAU5	5252M0EG8	52519FEM9
52517PT76	52519FAT8	52517P2H3	5252M0ET0	52517PNZ0	52519FEP2
52517PV73	52517PYX3	52517PY62	52519FAX9	52519FBY6	52519FEQ0
52517PYV7	52519FAV3	52517P3F6	5252M0EU7	52519FCB5	52519FEQ0
52517PZ79	52517PYW5	52517P2R1	5252M0DP9	52517PL25	52519FER8
52517PY96	52517PYZ8	52517P2X8	5252M0EK9	52519FCD1	52519FES6
52517PV40	52517PZA2	52517PZ38	52519FAZ4	52519FCE9	52519FEU1
52517PX97	52519FBD2	52517P2P5	5252M0EW3	52519FCF6	52519FEZ0
52517P4B4	52517PZL8	52517PSL6	52519FBA8	52519FCG4	52519FFB2
52517P2U4	52517PZM6	52517P3U3	5252M0EY9	52519FCH2	52519FFK2
52517P4S7	52517PZS3	52517P3H2	5252M0FA0	52519FCJ8	52519FCR0
52517P6L0	52519FFP1	52517P3L3	52519FBB6	52519FCK5	52519FCX7
52517PXM8	52517PA27	52517P4Z1	5252M0FC6	52519FCL3	52519FDK4
52517PSZ5	52517PZZ7	52517P5S6	52519FBC4	52519FCM1	52519FDL2
52519FAC5	52517PA43	52517P5K3	5252M0FK8	52519FCN9	52519FEH0
52519FAE1	52519FBP5	52517P4T5	5252M0FH5	52519FCP4	52519FEJ6
52519FAH4	52519FBS9	52517P6B2	5252M0FW2	52519FCQ2	52517PJ77
52519FAL5	52517PB34	52519FEV9	52519FBE0	52519FCT6	52517PK34
5252M0DJ3	52517PB59	52517P6C0	52519FBF7	52519FCU3	52517PP96
52519FAM3	52517PC25	52517P6S5	52519FBG5	52519FCV1	52517PQ38
52519FAN1	52517PD24	5252M0AU1	5252M0FX0	52519FCW9	52519FEN7
5252M0EN3	52519FFD8	5252M0AW7	52519FBH3	52519FCY5	52517PS69
5252M0FD4	52519FFE6	5252M0AA5	5252M0CF2	52519FDC2	52517PV81
52517PUL3	52517PE31	5252M0AJ6	52519FBJ9	52519FDD0	52517PW23
52517PUN9	52517PH46	5252M0AY3	52519FBK6	52519FDE8	52517P3M1
52517PUP4	52517PK42	5252M0BJ5	5252M0GQ4	52519FDG3	52517PX71
52519FBZ3	52517PL41	52517P3E9	52519FBM2	52519FDH1	52517P4A6
52517PVN8	52517PL66	52517P6A4	52519FBN0	52519FDJ7	52517P4X6
52517PAZ4	52517PM57	5252M0BL0	52519FBT7	52519FDM0	52517P6J5

Wilmington Trust Company: Lehman Brothers Holdings Inc.
CUSIPs

52517P7L9
5252M0AT4
5252M0AM9
5252M0AV9
5252M0AR8
5252M0CS4
5252M0CW5
5252M0DE4
5252M0CB1
5252M0CK1
5252M0DR5
5252M0DX2
5252M0EJ2
52519FFL0
52519FFN6



AMENDED NOTICE OF EVENT OF DEFAULT
TO HOLDERS OF SENIOR SECURITIES
OF LEHMAN BROTHERS HOLDINGS INC. ISSUED UNDER
INDENTURE DATED AS OF SEPTEMBER 1, 1987
(SEE ATTACHED AMENDED LIST OF CUSIP NOS.)

This notice amends the Notice of Event of Default, dated as of October 15, 2008 ("the Original Notice"), to holders of senior securities of Lehman Brothers Holdings Inc. issued under the Indenture (as defined below) (the "Senior Securities").

Wilmington Trust Company (the "Trustee") serves as successor trustee under that certain Indenture dated as of September 1, 1987, as amended, supplemented or modified (the "Indenture"), between Lehman Brothers Holdings Inc. (formally known as Shearson Lehman Brothers Holdings Inc.) (the "Company") and the Trustee pursuant to which the Senior Securities were issued and are outstanding. Capitalized terms not otherwise defined in this Notice have the meanings ascribed to such terms in the Indenture.

On September 15, 2008, the Company filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York as Case No. 08-13555 (JMP). The bankruptcy filing constitutes an Event of Default under Section 501(6) of the Indenture.

The Trustee has retained Michael B. Hopkins, Esq., and the law firm of Covington & Burling LLP to represent it in the bankruptcy case. The Trustee is a member of the official committee of unsecured creditors (the "Committee") in the bankruptcy case. The Committee has established a website for unsecured creditors at www.lehmancreditors.com. The Trustee recommends that holders of the Senior Securities (the "Holders") monitor the website for information regarding the bankruptcy case.

Pursuant to Section 504 of the Indenture, the Trustee intends to file a global proof(s) of claim on behalf of all Holders on or before the deadline set for filing proofs of claim in the bankruptcy case. *Holders are advised that the Trustee's global proof(s) of claim will include amounts due under the Senior Securities only.* The Trustee is unable to provide legal advice to Holders regarding the filing of proofs of claim. The Trustee recommends Holders consult their own legal counsel in this regard. **Holders who complete proofs of claim forms should file them in accordance with the directions set forth by the Company at its bankruptcy website (www.lehman-docket.com), or as otherwise directed by the Company. Holders should not send completed proof of claim forms to the Trustee.**

BASED ON ADDITIONAL INFORMATION PROVIDED BY THE PREDECESSOR TRUSTEE, SECURITIES RELATING TO THE FOLLOWING CUSIP NUMBERS, WHICH WERE INCLUDED ON THE LIST OF CUSIP NUMBERS ATTACHED TO THE ORIGINAL NOTICE, ARE NOT SENIOR SECURITIES FOR WHICH WILMINGTON TRUST COMPANY SERVES AS TRUSTEE UNDER THE INDENTURE: 524908JC5, 524908LV0, U5250MFR0, 524908VE7, 524908VH0, 524908WC0, 524908HW3, 524909BD9, U5250MES9, 524908HX1, U52519AC6, 524909BE7, 524908VD9 AND 524908WD8.

AMOUNTS DUE IN CONNECTION WITH THE ABOVE-REFERENCED CUSIP NUMBERS WILL NOT BE INCLUDED IN THE GLOBAL PROOF(S) OF CLAIM FILED BY THE TRUSTEE ON BEHALF OF

THE HOLDERS. THE TRUSTEE IS UNABLE TO ASSIST PARTIES HOLDING THE SECURITIES REPRESENTED BY THE ABOVE-REFERENCED CUSIP NUMBERS.

Inquiries regarding the Senior Securities may be directed to the Trustee as follows:

Wilmington Trust FSB
Attn: Julie J. Becker (302) 636-4185¹
50 South Sixth Street, Suite 1290
Minneapolis, Minnesota 55402-1544

or to the Trustee's attorneys:

Covington & Burling LLP
Attn: Michael B. Hopkins (212) 841-1064
Martin E. Beeler (212) 841-1023
The New York Times Building
620 Eighth Avenue
New York, NY 10018

Holders who have not already done so in connection with the Original Notice may complete the enclosed form and return it to the Trustee to be included on a matrix to receive future notices directly from the Trustee. HOLDERS WHO HAVE ALREADY SUBMITTED A TRUSTEE'S MAILING MATRIX FORM SHOULD NOT SUBMIT ANOTHER FORM.

This Notice is provided for informational purposes only. The Trustee gives no legal, financial or tax advice regarding the Senior Securities or the matters described herein. Holders should consult with their own professionals regarding the Senior Securities and the bankruptcy case.

Dated: February 27, 2009

WILMINGTON TRUST COMPANY,
as Indenture Trustee

¹ *This phone line is monitored daily. Calls will be returned in the order received. Please do not leave multiple messages.*

*Please return completed form to Wilmington Trust FSB, Attn: Julie J. Becker, 50 South Sixth Street,
Suite 1290, Minneapolis, Minnesota 55402-1544*

TRUSTEE'S MAILING MATRIX²

LEHMAN BROTHERS HOLDINGS INC.
SENIOR SECURITIES ISSUED UNDER
INDENTURE DATED AS OF SEPTEMBER 1, 1987

Name of Holder(s)/Holder Representative(s): _____

Address: _____

Name of Broker(s)/ Investment Manager(s): _____

Attn: _____

Address: _____

Amount/Quantity and CUSIP No(s). of Holdings: _____

The undersigned hereby certifies that it is a holder of Senior Securities under the Indenture dated as of September 1, 1987 as set forth above.

Dated: _____

Holder, Broker, or Investment Manager

**HOLDERS WHO HAVE ALREADY SUBMITTED A TRUSTEE'S MAILING MATRIX FORM
SHOULD NOT SUBMIT ANOTHER FORM**

² *This form is for communication purposes only, and enables the Trustee to send future notices directly to the Holders and/or brokers. One form may be used for multiple Senior Securities (CUSIP nos.). Please include attachments if necessary. Proof of ownership of the Senior Securities is not necessary.*

Wilmington Trust Company, Lehman Brothers Holdings, Inc.
CUSIPs

Lehman LTD Outstandings as of 09/15/2008*	524935CU5	52522L822	52523J297	524908NLO	52522L731
524908XL9	524935DF7	524908PH7	52523J305	524908B66	52522L749
524908VN7	524935DE0	524935EN9	524935EL3	52520WAZ4	
5249087A2	524935DQ3	524908PL8	524935EM1	52520W358	
52522L251	524935DT7	524908S27	52523J115	524908K25	
524908LK4	524935DP5	524908PM6	52523J149	524908J92	
524908L73	524935DR1	52522L236	524908MB3	524908NC0	
524935CV3	524908NZ9	52520W549	52522L798	524908SJ0	
524908N30	524935BV4	52522L327	52522L806	524908CM0	
524908N48	524935BX0	52522L335	52522L814	524908UZ1	
524935AJ2	524935BY8	52522L319	52522L871	524908VB3	
524908NV8	524908R69	52522L301	52522L830	52522L244	
5249087C8	5249083B4	52522L293	52522L848	52522L350	
5249087K0	5249083S7	52522L384	524908TY6	5249083M0	
5249087E4	5249083W8	524935BF9	52520W341	524908WS5	
524935CL5	524935EA7	52522L418	52523J156	52522L533	
524935CN1	524935EB5	52523J222	524908CF5	524908UK4	
524935CK7	524935DW0	52523J172	524908JK7	5249085Y2	
524935CP6	524935DX8	52520W440	524908MG2	524908WK2	
524935CQ4	524935DY6	52522L459	52520W333	52522L475	
5249087D6	524935BN2	52522L392	524908MR8	52520W283	
52520WAM3	524935BR3	52522L376	524935129	52522L186	
524935AK9	524935BE2	524935CJ0	52523J263	52522L889	
524935AV5	524935CA9	524935CE1	52520W325	524908MP2	
5249086T2	524935CH4	52520WAD3	524908MV9	52523J214	
524935CW1	524908R77	52523J248	5249086U9	524908UH1	
524935CX9	524935DA8	52523J255	5249086W5	524908UY4	
524935CY7	524935CR2	52520W390	52522L632	52522L202	
5249083H1	524935CT8	52522L483	52523J412	524908NF3	
524908X21	524935CZ4	52522L491	524908MY3	524908WF3	
524935AX1	524935CM3	524935DB6	5249086M7	52520WAV3	
524935AW3	524908X54	52522L525	52523J420	52520WBD2	
524908ET3	52522L558	524935DC4	52520W556	524908NM8	
524935AY9	524935DN0	52522L657	52520W564	52522L129	
524935AZ6	524935DK6	52522L673	52523J446	52522L137	
52520WDF5	524908PF1	52522L699	52523J438	52522L145	
524935DM2	52522L400	52522L723	524908FJ4	524908NY2	
524908R51	5249084X5	52522L707	524908WE6	52522L426	
524935AT0	5249085R7	52522L715	52520W515	524908PA2	
5249087F1	524935DU4	524908BQ2	524908FN5	5249085D8	
524935AP8	524935DV2	524908SQ4	52523J503	52523J131	
524935BG7	524908UP3	524935ED1	524908WU0	524908SH4	
524935CS0	5249086V7	524935EE9	52523J206	524908UL2	
524935DD2	52520WDK4	52522L772	52523J230	524908AA8	
	5249086N5	52522L566	524908VW6	524908BF6	
	524935EC3	52522L574	524908JE1	524908NX4	
	524935EF6	52522L582	524908XD7	52522L756	

*This information is derived from material provided to the Trustee by Citibank, N.A. in its capacity as predecessor trustee and current security registrar and paying agent, and has not been independently verified by Wilmington Trust Company. No representation or warranty is made as to the completeness or accuracy of this information. Wilmington Trust Company reserves the right to supplement or amend this notice at any time.

Wilmington Trust Company, Lehman Brothers Holdings, Inc.
CUSIPs

Lehman MTN Outstandings as of 09/15/2008*	52517P3S8	5252M0FF9	5252M0BE6	52517P7B1	5252M0CJ4
52517P7C9	5252M0CN5	5252M0FT9	52517P2M2	52517P6P1	52519FAD3
52517P3R0	52519FCZ2	5252M0BB2	52517PD65	52517P6M8	5252M0BY2
52517P5C1	52517P4K4	5252M0BQ9	52517PD65	52517PXV8	52517P4N8
52517P5D9	52517PK83	5252M0DB0	5252M0FZ5	52517P6X4	52519FAJ0
52517P5E7	52517PK83	52517P2K6	5252M0GS0	52517P5T4	52519FAQ4
52517PC41	52517P4H1	52517P2L4	52517P2V2	52517P5N7	5252M0CX3
52517PC58	52517P5Q0	5252M0ES2	52517PD57	52517PYD7	5252M0DD6
52517P6D8	52517P6Q9	5252M0GE1	52517P6E6	5252M0BH9	52519FAR2
52517PL33	52517P7E5	52517P2W0	5252M0CC9	5252M0GR2	52519FAW1
52517PQ46	52517P6U0	5252M0GB7	5252M0CG0	5252M0BG1	5252M0EV5
52517PQ53	52517PXT3	5252M0GA9	5252M0CR6	52517PR78	5252M0EQ6
52517PQ53	52517PXU0	52517P2Y6	5252M0DL8	52517PR78	5252M0EZ6
52517PQ61	52517P6Y2	52517P3A7	5252M0DA2	52517PSC8	52517PH61
52517P2T7	5252M0AN7	52517P3A7	52517PE98	52517PR60	5252M0FY8
52517P5V9	52517P7H8	52517P3A7	5252M0EP8	5252M0AP2	5252M0FU6
5252M0BP1	52517PN98	5252M0BD8	52517PZE4	5252M0BM8	52517PRF0
52517PE23	52517PP21	52517P3X7	52517P5G2	5252M0BR7	52517PRH6
5252M0DS3	52517P3G4	52517PA35	5252M0EM5	5252M0BU0	52517P6W6
5252M0DT1	5252M0AF4	52517P3T6	82087KAG4	5252M0DF1	52517P6W6
5252M0DT1	5252M0AH0	5252M0GU5	52517PWC1	5252M0BK2	52519FEY3
52517PU74	5252M0FL6	52517P4E8	52517PWJ6	52517PYY1	52517PVV0
5252M0DU8	5252M0AZ0	52517P4E8	52517PWD9	5252M0EE3	52517PWA5
52517P4P3	5252M0AC1	52517P4V0	52517PG96	5252M0EF0	52517PWB3
52517PVU2	5252M0AX5	52517P4Y4	52517PG96	5252M0AE7	52517PWL1
5252M0DY0	5252M0BA4	5252M0DW4	5252M0EX1	5252M0FV4	52517PWT4
52517PW31	5252M0BC0	52517PVC2	5252M0AS6	52517PZW4	52517PWW9
52517PW49	5252M0BF3	52517P4Q1	5252M0AB3	5252M0GG6	52517PRX1
52517PW56	5252M0BN6	52517P4W8	5252M0AD9	52517P3B5	52519FDB4
52517PU41	52517PYN5	52517P5F4	5252M0FN2	52517P3C3	52517P5X5
52517PG21	52517P7K1	52517PR52	5252M0EB9	5252M0CD7	52517PXP1
52517PG39	52517P5Z0	52517PWR8	5252M0GM3	52517P4U2	52517PXQ9
52517PWH0	5252M0BT3	52517P6G1	5252M0GP6	52517P4C2	52517PXR7
5252M0FB8	5252M0BV8	52517P6V8	5252M0GC5	52517P3V1	52519FAG6
5252M0FG7	5252M0DK0	52517P6F3	52517PWX5	5252M0GJ0	52519FAK7
52517P5L1	5252M0CE5	52517P6H9	52517PK59	52517P5J6	52517PYS4
5252M0FJ1	5252M0DH7	52517P3N9	52517PK67	52517P4M0	52517PZJ3
5252M0FR3	52517PU33	52517P5P2	52517PK67	52517PB42	52517PZN4
52517PY70	5252M0CY1	52517P6R7	52517PW64	5252M0DQ7	52517PUF6
5252M0AG2	5252M0CP0	52517P5M9	5252M0GV3	52517P3P4	52517PZX2
52517PWQ0	5252M0DM6	52517PC33	52519FDA6	52517P3W9	52517PUQ2
52517P2Z3	5252M0ER4	52517P7G0	5252M0GW1	52517P6Z9	52517PZY0
52517P3Z2	5252M0ED5	52517P7D7	5252M0GF8	52517P4R9	52517PUR0
52517P4F5	5252M0AL1	52517PY47	5252M0GX9	52517P4R9	52517PUU3
	5252M0EL7	52517PC74	52517PL74	5252M0FE2	52519FBL4
	5252M0FM4	52517PVM0	52517PL58	52519FAB7	52517PA68
	5252M0FS1	5252M0AQ0	52517P7A3	5252M0BZ9	52517PC66

*This information is derived from material provided to the Trustee by Citibank, N.A. in its capacity as predecessor trustee and current security registrar and paying agent, and has not been independently verified by Wilmington Trust Company. No representation or warranty is made as to the completeness or accuracy of this information. Wilmington Trust Company reserves the right to supplement or amend this notice at any time.

Wilmington Trust Company, Lehman Brothers Holdings Inc.
CUSIPs

52517PUM1	52517PWE7	52517PM24	5252M0BS5	52519FBU4	52519FDP3
52517PD32	52519FDF5	52517PQ87	5252M0BX4	52519FBV2	52519FDQ1
52517PF63	52517PXS5	52517PQ20	5252M0CH8	52517PAE1	52519FDS7
52517PF71	52517PXW6	52517PR29	5252M0CL9	52519FBW0	52519FDU2
52517PF71	52517PXX4	52517PR37	5252M0CM7	52519FBX8	52519FDV0
52517PH53	52517PYE5	52517PT27	52519FFG1	52519FCA7	52519FDW8
52517PRW3	52517PYG0	52517PT92	5252M0DG9	52519FCC3	52519FDX6
52517PJ85	52517PYJ4	52517PU82	5252M0CQ8	52517P2J9	52519FDY4
52517PK91	52517PYH8	52517PV99	5252M0CT2	52519FDT5	52519FDZ1
52517PM81	52519FFC0	52517PW80	5252M0CV7	52517P2S9	52519FEA5
52517PM99	52517PYM7	52517PX89	52519FFJ5	52517PSJ1	52519FEB3
52517PN64	52517PYP0	52517PX48	5252M0CZ8	52517P3Y5	52519FEC1
52517PXZ9	52519FFF3	52517PX55	5252M0DV6	52519FET4	52519FED9
52517PS28	52519FDN8	52517PX63	52519FFH9	52517P5Y3	52519FEE7
52517PS28	52517PYT2	52517PY21	5252M0DZ7	52519FEW7	52519FEF4
52517PS44	52517PYU9	52517PY54	5252M0EA1	52519FEX5	52519FEG2
52517PYR6	52519FAP6	52517PZ61	5252M0EC7	52519FFA4	52519FEK3
52517PYQ8	52519FAS0	52517P2E0	5252M0EH6	5252M0CU9	52519FEL1
52517PT68	52519FDR9	52517PZ53	52519FAU5	5252M0EG8	52519FEM9
52517PT76	52519FAT8	52517P2H3	5252M0ET0	52517PNZ0	52519FEP2
52517PV73	52517PYX3	52517PY62	52519FAX9	52519FBY6	52519FEQ0
52517PYV7	52519FAV3	52517P3F6	5252M0EU7	52519FCB5	52519FEQ0
52517PZ79	52517PYW5	52517P2R1	5252M0DP9	52517PL25	52519FER8
52517PY96	52517PYZ8	52517P2X8	5252M0EK9	52519FCD1	52519FES6
52517PV40	52517PZA2	52517PZ38	52519FAZ4	52519FCE9	52519FEU1
52517PX97	52519FBD2	52517P2P5	5252M0EW3	52519FCF6	52519FEZ0
52517P4B4	52517PZL8	52517PSL6	52519FBA8	52519FCG4	52519FFB2
52517P2U4	52517PZM6	52517P3U3	5252M0EY9	52519FCH2	52519FFK2
52517P4S7	52517PZS3	52517P3H2	5252M0FA0	52519FCJ8	52519FCR0
52517P6L0	52519FFP1	52517P3L3	52519FBB6	52519FCK5	52519FCX7
52517PXM8	52517PA27	52517P4Z1	5252M0FC6	52519FCL3	52519FDK4
52517PSZ5	52517PZZ7	52517P5S6	52519FBC4	52519FCM1	52519FDL2
52519FAC5	52517PA43	52517P5K3	5252M0FK8	52519FCN9	52519FEH0
52519FAE1	52519FBP5	52517P4T5	5252M0FH5	52519FCP4	52519FEJ6
52519FAH4	52519FBS9	52517P6B2	5252M0FW2	52519FCQ2	52517PJ77
52519FAL5	52517PB34	52519FEV9	52519FBE0	52519FCT6	
5252M0DJ3	52517PB59	52517P6C0	52519FBF7	52519FCU3	52517PK34
52519FAM3	52517PC25	52517P6S5	52519FBG5	52519FCV1	52517PP96
52519FAN1	52517PD24	5252M0AU1	5252M0FX0	52519FCW9	52517PQ38
5252M0EN3	52519FFD8	5252M0AW7	52519FBH3	52519FCY5	52519FEN7
5252M0FD4	52519FFE6	5252M0AA5	5252M0CF2	52519FDC2	52517PS69
52517PUL3	52517PE31	5252M0AJ6	52519FBJ9	52519FDD0	52517PV81
52517PUN9	52517PH46	5252M0AY3	52519FBK6	52519FDE8	52517PW23
52517PUP4	52517PK42	5252M0BJ5	5252M0GQ4	52519FDG3	52517P3M1
52519FBZ3	52517PL41	52517P3E9	52519FBM2	52519FDH1	52517PX71
52517PVN8	52517PL66	52517P6A4	52519FBN0	52519FDJ7	52517P4A6
52517PAZ4	52517PM57	5252M0BL0	52519FBT7	52519FDM0	52517P4X6

Wilmington Trust Company: Lehman Brothers Holdings Inc.
CUSIPs

52517P6J5
52517P7L9
5252M0AT4
5252M0AM9
5252M0AV9
5252M0AR8
5252M0CS4
5252M0CW5
5252M0DE4
5252M0CB1
5252M0CK1
5252M0DR5
5252M0DX2
5252M0EJ2
52519FFL0
52519FFN6

Wilmington Trust Company, Lehman Brothers Holdings, Inc.
CUSIPs

**As discussed in detail in the Amended Notice of Event of Default, the securities represented by the following CUSIPs do not require a trusteeship appointment under the Indenture.
The following CUSIPs are included for notice purposes only.**

524908JC5
524908LV0
524908VH0
524908WC0
524908HW3
524908HX1
524908VD9
524908WD8
524908VE7
U5250MFR0
U5250MES9
524909BD9
524909BE7
U52519AC6



**SUPPLEMENTAL NOTICE OF EVENT OF DEFAULT
TO HOLDERS OF CERTAIN SENIOR SECURITIES
OF LEHMAN BROTHERS HOLDINGS INC. ISSUED UNDER
INDENTURE DATED AS OF SEPTEMBER 1, 1987
CUSIP Nos. 52517P2G5, 5252M0GD3, 5252M0CA3 and XS0336095749**

This notice (the "Supplemental Notice") supplements the Notice of Event of Default, dated as of October 15, 2008, as amended on February 27, 2009, to holders of certain senior securities of Lehman Brothers Holdings Inc. issued under the Indenture (as defined below).

Wilmington Trust Company (the "Trustee") serves as successor trustee under that certain Indenture dated as of September 1, 1987, as amended, supplemented or modified (the "Indenture"), between Lehman Brothers Holdings Inc. (formally known as Shearson Lehman Brothers Holdings Inc.) (the "Company") and the Trustee pursuant to which senior unsecured securities (the "Senior Securities") were issued and are outstanding. **Based on information provided by the predecessor trustee, the securities represented by the above-referenced CUSIP numbers have been identified as Senior Securities.** Capitalized terms used in this Notice have the meanings ascribed to such terms in the Indenture.

On September 15, 2008, the Company filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York as Case No. 08-13555 (JMP). The bankruptcy filing constitutes an Event of Default under Section 501(6) of the Indenture.

The Trustee has retained Michael B. Hopkins, Esq. and the law firm of Covington & Burling LLP to represent it in the bankruptcy case. The Trustee is a member of the official committee of unsecured creditors (the "Committee") in the bankruptcy case. The Committee has established a website for unsecured creditors at www.lehmancreditors.com. The Trustee recommends holders of the Senior Securities (the "Holders") monitor the website for information regarding the bankruptcy case.

Pursuant to Section 504 of the Indenture, the Trustee intends to file a global proof(s) of claim on behalf of all Holders on or before the deadline set for filing proofs of claim in the bankruptcy case. *Holders are advised that the Trustee's global proof(s) of claim will include amounts due under the Senior Securities only.* The Trustee is unable to provide legal advice to Holders regarding the filing of proofs of claim or other matters relating to the bankruptcy case. The Trustee recommends Holders consult their own legal counsel in this regard. **Holders who complete individual proof of claim forms should file them in accordance with the directions set forth by the Company at its bankruptcy website (www.lehman-docket.com), or as otherwise directed by the Company. Holders should not send completed proof of claim forms to the Trustee.**

Inquiries regarding the Senior Securities may be directed to the Trustee as follows:

Wilmington Trust FSB
Attn: Julie J. Becker (302) 636-4185¹
50 South Sixth Street, Suite 1290
Minneapolis, Minnesota 55402-1544

or to the Trustee's attorneys:

Covington & Burling LLP
Attn: Michael B. Hopkins (212) 841-1064
Martin E. Beeler (212) 841-1023
The New York Times Building
620 Eighth Avenue
New York, NY 10018

Holders may complete the enclosed form and return it to the Trustee to be included on a matrix to receive future notices directly from the Trustee. HOLDERS WHO HAVE ALREADY SUBMITTED A TRUSTEE'S MAILING MATRIX FORM SHOULD NOT SUBMIT ANOTHER FORM.

This Notice is provided for informational purposes only. The Trustee gives no legal, financial or tax advice regarding the Senior Securities or the matters described herein. Holders should consult with their own professionals regarding the Senior Securities and the bankruptcy case.

Dated: May 28, 2009

WILMINGTON TRUST COMPANY,
as Indenture Trustee

¹ *This phone line is monitored daily. Calls will be returned in the order received. Please do not leave multiple messages.*

*Please return completed form to Wilmington Trust FSB, Attn: Julie J. Becker, 50 South Sixth
Street, Suite 1290, Minneapolis, Minnesota 55402-1544*

TRUSTEE'S MAILING MATRIX²

LEHMAN BROTHERS HOLDINGS INC.
SENIOR SECURITIES ISSUED UNDER
INDENTURE DATED AS OF SEPTEMBER 1, 1987

Name of Holder(s)/Holder Representative(s): _____

Address: _____

Name of Broker(s)/ Investment Manager(s): _____

Attn: _____

Address: _____

Amount/Quantity and CUSIP No(s). of Holdings: _____

The undersigned hereby certifies that it is a holder of Senior Securities under the Indenture dated as of September 1, 1987 as set forth above.

Dated: _____

Holder, Broker, or Investment Manager

**HOLDERS WHO HAVE ALREADY SUBMITTED A TRUSTEE'S MAILING MATRIX
FORM SHOULD NOT SUBMIT ANOTHER FORM**

² *This form is for communication purposes only, and enables the trustee to send future notices directly to the Holders and/or brokers. One form may be used for multiple Senior Securities (CUSIP nos.). Please include attachments if necessary. Proof of ownership of the Senior Securities is not necessary.*

Exhibit B

[CONFORMED COPY]

SHEARSON LEHMAN BROTHERS HOLDINGS INC.

AND

CITIBANK, N.A.

Trustee

Indenture

Dated as of September 1, 1987, as amended

If the Company fails to pay such amounts forthwith upon such demand, the Trustee, in its own name and as trustee of an express trust, may institute a judicial proceeding for the collection of the sums so due and unpaid, may prosecute such proceeding to judgment or final decree and may enforce the same against the Company or any other obligor upon such Securities and collect the moneys adjudged or decreed to be payable in the manner provided by law out of the property of the Company or any other obligor upon such Securities, wherever situated.

If an Event of Default with respect to Securities of any series occurs and is continuing, the Trustee may in its discretion proceed to protect and enforce its rights and the rights of the Holders of Securities of such series and any related coupons by such appropriate judicial proceedings as the Trustee shall deem most effectual to protect and enforce any such rights, whether for the specific enforcement of any covenant or agreement in this Indenture or in aid of the exercise of any power granted herein, or to enforce any other proper remedy.

SECTION 504. *Trustee May File Proofs of Claim.*

In case of the pendency of any receivership, insolvency, liquidation, bankruptcy, reorganization, arrangement, adjustment, composition or other judicial proceeding relative to the Company or any other obligor upon the Securities of any series or the property of the Company or of such other obligor or their creditors, the Trustee (irrespective of whether the principal of the Securities of such series shall then be due and payable as therein expressed or by declaration or otherwise and irrespective of whether the Trustee shall have made any demand on the Company for the payment of overdue principal or interest) shall be entitled and empowered, by intervention in such proceeding or otherwise,

(i) to file and prove a claim for the whole amount of principal (or, if the Securities of such series are Original Issue Discount Securities, Indexed Securities or Dual Currency Securities, such amount as may be due and payable with respect to such Securities pursuant to a declaration in accordance with Section 502) (and premium, if any) and interest, if any, owing and unpaid in respect of the Securities of such series and any related coupons and to file such other papers or documents as may be necessary or advisable in order to have the claims of the Trustee (including any claim for the reasonable its compensation, expenses, disbursements and advances of the Trustee, agents and counsel) and of the Holders of the Securities of such series and any related coupons allowed in such judicial proceeding, and

(ii) to collect and receive any moneys or other property payable or deliverable on any such claims and to distribute the same;

and any custodian, receiver, assignee, trustee, liquidator, sequestrator or other similar official in any such judicial proceeding is hereby authorized by each Holder of Securities and coupons to make such payments to the Trustee and, in the event that the Trustee shall consent to the making of such payments directly to the Holders of Securities and coupons, to pay to the Trustee any amount due it for the reasonable compensation, expenses, disbursements and advances of the Trustee, its agents and counsel, and any other amounts due the Trustee under Section 607.

Nothing herein contained shall be deemed to authorize the Trustee to authorize or consent to or accept or adopt on behalf of any Holder of a Security or coupon any plan of reorganization, arrangement, adjustment or composition affecting the Securities or coupons of any series or the rights of any Holder thereof or to authorize the Trustee to vote in respect of the claim of any Holder of a Security or coupon in any such proceeding.

SECTION 505. *Trustee May Enforce Claims Without Possession of Securities or Coupons.*

All rights of action and claims under this Indenture or the Securities or coupons of any series may be prosecuted and enforced by the Trustee without the possession of any of the Securities or coupons of such series or the production thereof in any proceeding relating thereto, and any such proceeding instituted by the Trustee shall be brought in its own name as trustee of an express trust, and any recovery of judgment shall, after provision for the payment of the reasonable compensation, expenses, disbursements and advances of the Trustee, its agents and counsel, be for the ratable benefit of the Holders of the Securities and coupons in respect of which such judgment has been recovered.

SECTION 506. *Application of Money Collected.*

Any money collected by the Trustee pursuant to this Article shall be applied in the following order, at the date or dates fixed by the Trustee and, in the case of the distribution of such money on account of principal (or premium, if any) or interest, if any, upon presentation of the several Securities or coupons, or both, as the case may be, with respect to which such moneys were collected, and the notation thereon of the payment if only partially paid and upon surrender thereof if fully paid:

FIRST: To the payment of all amounts due the Trustee under Section 607;

SECOND: To the payment of the amounts then due and unpaid upon such Securities and coupons for principal of (and premium, if any) and interest, if any, in respect of which or for the benefit of which such money has been collected, ratably, without preference or priority of any kind, according to the amounts due and payable on such Securities and coupons for principal (and premium, if any) and interest, respectively; and

THIRD: The balance, if any, to the Person or Persons entitled thereto.

SECTION 507. *Limitation on Suits.*

No Holder of any Security of any series or any related coupons shall have any right to institute any proceedings, judicial or otherwise, with respect to this Indenture, or for the appointment of a receiver or trustee, or for any other remedy hereunder, unless,

(1) an Event of Default shall have occurred and be continuing and such Holder has previously given written notice to the Trustee of such continuing Event of Default with respect to the Securities of that series;